FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| 120 | 7273 |
|------------------|--------------|
| OMB APPI | ROVAL |
| OMB Number: | 3235-0076 |
| Expires: | May 31, 2005 |
| Estimated avera | ige burden |
| hours per respoi | nse 16.00 |

| SEC US | E ONLY |
|--------|---------|
| Prefix | Serial |
| | |
| DATE R | ECEIVED |
| | |

| Name of Offering (check if this is an amendment and name has changed, and indicate change.) Partners Fore Membership Interest Offering | |
|---|--|
| Filing Under (Check box(es) that apply): Rule 504 Rule 505 XX Rule 506 XX Section 4(6) Type of Filing: XX New Filing Amendment | ₹ X ULOE |
| A. BASIC IDENTIFICATION DATA | |
| Enter the information requested about the issuer | |
| Name of Issuer (check if this is an amendment and name has changed, and indicate change.) | |
| Partners Fore Development Group, LLC | |
| Address of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
| 854 South Washington, Suite 300, Holland, MI 49423 | (616) 393-7781 / |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
| (if different from Executive Offices) | DDOCESSE |
| Brief Description of Business | FNU |
| Real estate acquisitions and development | NOV 2 5 2002 |
| Type of Business Organization corporation | lease specify): THOMSUN ed liability companyANCIAL |
| Actual or Estimated Date of Incorporation or Organization: Month Year Actual or Estimated Date of Incorporation or Organization: Limit Durisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS | nated |

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: X Promoter Beneficial Owner Executive Officer X Director General and/or X Managing Partner Prins, Calvin D. Full Name (Last name first, if individual) 854 South Washington, Suite 300, Holland, MI 49423 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer General and/or X Promoter Director Managing Partner Hoekstra, C. William Full Name (Last name first, if individual) 854 South Washington, Suite 300, Holland, MI 49423 Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Beneficial Owner Executive Officer Check Box(es) that Apply: | Promoter Director Managing Partner Manglitz, Robert A. Full Name (Last name first, if individual) 854 South Washington, Suite 300, Holland, MI 49423 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer X Director General and/or Managing Partner Bouman, Jack W. Full Name (Last name first, if individual) 854 South Washington, Suite 300, Holland, MI 49423 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ₩ Beneficial Owner Executive Officer X Director General and/or Managing Partner Jurries, James L. Full Name (Last name first, if individual) 854 South Washington, Suite 300, Holland, MI 49423 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Promoter Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

| | | | | | B. 1! | NFORMAT | ION ABOU | T OFFERI | NG | | | | |
|----------|---|--|---|--|--|---|--|--|---|---|---------------------------------------|-----------|---------------------------------------|
| 1. | Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | Yes | No XX | | | |
| ٠. | Answer also in Appendix, Column 2, if filing under ULOE. | | | | | | | | | | 424 | | |
| 2. | What is | the minim | um investn | | | • • | | - | | | ************** | \$ · 5 | 0,000 |
| | | | | | | | | | | | | Yes | No |
| 3. | Does th | e offering | permit joint | t ownershi | p of a sing | le unit? | | | ····· | | | KX | |
| 4. | commis If a pers or states a broke | sion or sim son to be lis s, list the na r or dealer, | ion request ilar remune ted is an ass ame of the b you may so | ration for s sociated pe roker or de et forth the | solicitation erson or age ealer. If mo | of purchase ent of a brok ore than five | ers in conne ter or deale e (5) persor | ection with r registered as to be list | sales of sec I with the S ed are asso | curities in t SEC and/or | he offering. with a state | ; | |
| | • | Last name | first, if indi | ividual) | | | | | | | | | |
| N Bus | one iness or | Residence | Address (N | umber and | 1 Street, Ci | ity, State, Z | Cip Code) | | <u> </u> | | | | |
| | | | | | | , , | F , | | | | | | |
| Naı | ne of Ass | sociated Br | oker or De | alcr | | | | | | | | | |
| Sta | tes in Wh | nich Person | Listed Has | Solicited | or Intends | to Solicit I | Purchasers | | | | | - | |
| | (Check | "All States | " or check | individual | States) | | | ••••••• | | *************************************** | | ☐ Al | l States |
| | AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| | IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO |
| | MT | NE SC | NV SD | NH | NJ TX | NM UT | NY | NC VA | ND WA | OH WV | OK WI | OR WY | PA PR |
| | RI | SC | (פת | TN | [I A] | . [U1] | VT | [VA] | WA | [W V] | WI | WI | [FK] |
| Ful | l Name (| Last name | first, if indi | ividual) | , | | | , | | | | | |
| Bus | siness or | Residence | Address (1 | Number an | d Street, C | City, State, 2 | Zip Code) | | | | · · · · · · · · · · · · · · · · · · · | | |
| | | | | | | | | | | | | | |
| Nai | ne of Ass | sociated Bi | oker or De | aler | | | | | | | | | |
| Sta | tes in Wh | nich Person | Listed Has | Solicited | or Intends | to Solicit | Purchasers | | | | | | |
| | (Check | "All States | or check | individual | States) | | | •••• | | | | ☐ Al | l States |
| | AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| | IL | IN | IA | KS | KY | LA | ME | MD | MA | Ml | MN | MS | MO |
| | MT | NE | NV | NH | NJ | NM | NY | NC | ND | OH | OK | OR | PA |
| | RI | SC | SD | TN | TX | [UT] | VT | VA | WA | WV | WI | WY | PR |
| Ful | l Name (| Last name | fīrst, if indi | ividual) | | | | | | | | | |
| Bus | siness or | Residence | Address (1 | Number an | d Street, C | City, State, 2 | Zip Code) | | | | | | · · · · · · · · · · · · · · · · · · · |
| Nai | ne of As | sociated Bi | oker or De | aler | | | | | | | | | |
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| | | | or check | | | | | | | | | _ | I States |
| | 1 4 7 | 1 . 777 | AZ | ΛD | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| | AL | AK | | AR | | | | | | [XAT] | | | MO |
| | IL MT | IN NE | IA NV | KS NH | KY NJ | LA NM | ME NY | MD NC | MA ND | MI OH | MN OK | MS OR | MO PA |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| 1. | sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | (| | | | |
|----|--|--------------|-------------------------|-------------|-----------------|---|
| | Type of Security | | ggregate ering Price | An | nount . Solo | Already i |
| | Debt | \$ | 0 | \$ | . (|) |
| | Equity | \$ | 0 | \$ | (|) |
| | Common Preferred | | | | | |
| | Convertible Securities (including warrants) | \$ | 0 | \$ | (|) |
| | Partnership Interests | \$ | 0 | \$ | (|) |
| | Other (Specify LLC membership interests | \$ <u>10</u> | ,000,000 |) <u>\$</u> | (|) |
| | Total | \$ | 0 | \$ | (|) |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | | | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | e r N | łumber | | | unount |
| | | | nvestors | | of Purc | |
| | Accredited Investors | | | \$_ | |) |
| | Non-accredited Investors | | | \$_ | |) |
| | Total (for filings under Rule 504 only) | | 0 | \$_ | (|) |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. | 2 | | | | |
| | Type of Offering | | Type of ecurity | ט | ollar / Sol | Amount d |
| | Rule 505 | | | \$ | |) |
| | Regulation A | | | \$_ \$ | 1 |) |
| | Rule 504 | | | \$ \$ | |) |
| | Total | | | \$_ \$ | |)) |
| 4 | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | . | | | | |
| | Transfer Agent's Fees | | | \$ | | 00 |
| | Printing and Engraving Costs | | X | \$ | 1, | 000 |
| | Legal Fees | | X | \$ | 55,0 | 000 |
| | Accounting Fees | | X | \$ | 4. | 000 |
| | Engineering Fees | | | \$_ | | 0 |
| | Sales Commissions (specify finders' fees separately) | | | \$ | , | 0 |
| | Other Expenses (identify) surveys, engineering, design, | | _ | | 40, | *************************************** |
| | Total environmental due diligence, travel and other miscellaneous expenses | | | | .00, | |

| | C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I | PROC | EEDS | | |
|------|--|---------------|-------------------------|---------------|---------------------|
| | b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." | | | \$ <u>9,9</u> | 00,000 |
| 5. | Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. | | | | |
| | | Pa | syments to | | |
| | | | Officers, | D | |
| | | | irectors, & Miliales | | yments to Others |
| | Salaries and fees | [] \$_ | 0 | □\$_ | 0 |
| | Purchase of real estate | s_ | 0 | XX \$ 8 | ,900,000 |
| | Purchase, rental or leasing and installation of machinery | | | _ | |
| | and equipment | | | □ \$_ | |
| | Construction or leasing of plant buildings and facilities | [] \$_ | 0 | <u>_</u> \$_ | 0 |
| | Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another | | • | | 0 |
| | issuer pursuant to a merger) | | | □ \$_ | 0 |
| | Repayment of indebtedness | | | | 0 |
| | Working capital | | | ~************ | 649,000 |
| | Other (specify): real estate commissions | ፟ \$_ | 300,000 | S_ | 0 |
| | | | _ | | _ |
| | | [] \$_ | 0 | □ \$_ | 0 |
| | Column Totals | □ \$_ | 0 . | □ \$_ | 0 |
| | Total Payments Listed (column totals added) | | <u> </u> | 900, | <u>00</u> 0 |
| | D. FEDERAL SIGNATURE | | | | |
| sig | e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of | ssion, | upon writter | | |
| Issi | ter (Print or Type) Signature | Date | | | |
| | eners Fore Development Group, LLQ | 11 | -7-02 | | |
| | me of Signer (Print or Type) Title of Signer (Print or Type) | | | | |
| Ca | alvin D. Prins Manager of Holland North, LI | LC, | its Man | ager | , |
| _ | —————————————————————————————————————— | | · | | |

- ATTENTION --

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| | | E. STATE SIGNATURE | | |
|---------|---|--|-----------|--------------|
| 1. | Is any party described in 17 CFR 230.262 proprovisions of such rule? | esently subject to any of the disqualification | Yes | No X |
| | See | Appendix, Column 5, for state response. | | |
| 2. | The undersigned issuer hereby undertakes to fu D (17 CFR 239.500) at such times as require | urnish to any state administrator of any state in which this notice is f d by state law. | iled a no | tice on Form |
| 3. | The undersigned issuer hereby undertakes to issuer to offerees. | furnish to the state administrators, upon written request, informat | ion furn | ished by the |
| 4. | | suer is familiar with the conditions that must be satisfied to be entate in which this notice is filed and understands that the issuer claiting that these conditions have been satisfied. | | |
| | ner has read this notification and knows the conte Uhorized person. | nts to be true and has duly caused this notice to be signed on its beha | If by the | undersigned |
| ` | Printor Type) s Fore Development Group, LL | Signature Date 11-7-02 | | |
| Name (I | Print or Type) | Title (Print or Type) | | |
| Calvi | in D. Prins | Manager of Holland North, LLC, its Mana | ager | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

| | | | | AP | PENDIX | | | | | |
|-------|--------------------------------|--------------------------------|--|--------------------------------------|-----------|--|--------------|--|----|--|
| 1 | Intend to non-a investor | to sell accredited as in State | Type of security and aggregate offering price offered in state (Part C-Item 1) | | amount pu | 4 Sinvestor and rchased in State C-Item 2) | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No | |
| AL | | | | | | | | | | |
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| IL | | X | LLC interests \$10,000,000 | 0 | 0 | N/A | N/A | | Х | |
| IN | *** | | | | | | | | | |
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| LA | | | | | | | | | | |
| ME | | | | | | | | | | |
| MD | | | | | | | ···· | | | |
| MA | | | LLC interests | | | | | | | |
| MI | | Х | \$10,000,000 | 0 | 0 | N/A | N/A | | X | |
| MN | | | | | | | | | | |
| MS | | | | | | | | | | |

| | | | | APP | ENDIX | | | | | | |
|-------|--------------------|---|--|--------------------------------------|--|--|--------|-----|--|--|--|
| 1 | Intend to non-a | d to sell accredited rs in State 8-Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | | 4 Type of investor and amount purchased in State (Part C-Item 2) | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No | | |
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| | | | | APP | ENDIX | | | | |
|-------------|--------------------------------|--|--|--------------------------------------|--|--|--------|-----|----|
| 1 | Intend to non-a investor | 2 d to sell accredited rs in State s-Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | | Type of investor and amount purchased in State (Part C-Item 2) | | | | |
| State WY | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| PR | | | | | | | | | |